



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year **2013** or tax year beginning , **2013**, and ending , **20**

Name of foundation **THE LOWNDES FOUNDATION, INC**
C/O ATLANTIC TRUST COMPANY
 Number and street (or P O box number if mail is not delivered to street address) Room/suite
100 FEDERAL STREET, 37TH FLOOR
 City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 02110

A Employer identification number
57-1027898

B Telephone number (see instructions)
864-583-3635

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 16,149,695. **J Accounting method.** Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	109,457.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	241,237.	238,176.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	823,307.			
	b Gross sales price for all assets on line 6a	3,691,859.			
	7 Capital gain net income (from Part IV, line 2)		823,307.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,174,001.	1,061,483.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	59,184.	44,388.		14,796.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,708.	5,342.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	109,466.	9.		
	24 Total operating and administrative expenses. Add lines 13 through 23	184,358.	49,739.	NONE	14,796.
	25 Contributions, gifts, grants paid	663,200.			663,200.
26 Total expenses and disbursements. Add lines 24 and 25	847,558.	49,739.	NONE	677,996.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	326,443.				
b Net investment income (if negative, enter -0-)		1,011,744.			
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 07 2016

RECEIVED
 APR 10 2014
 SN7093 976M 03X29/2014 11:24:58

B

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		NONE	
	2	Savings and temporary cash investments	1,494,092.	503,646.	503,646.
	3	Accounts receivable			
		Less: allowance for doubtful accounts		NONE	
	4	Pledges receivable			
		Less: allowance for doubtful accounts		NONE	
	5	Grants receivable		NONE	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		NONE	
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts	NONE	NONE	
	8	Inventories for sale or use		NONE	
	9	Prepaid expenses and deferred charges		NONE	
	10 a	Investments - U S and state government obligations (attach schedule)		NONE	
	b	Investments - corporate stock (attach schedule) STMT 8	6,994,065.	7,951,147.	11,389,930.
	c	Investments - corporate bonds (attach schedule) STMT 14	1,096,304.	1,448,863.	1,576,515.
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans		NONE		
13	Investments - other (attach schedule) STMT 15	2,159,994.	2,159,994.	2,669,809.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)		NONE		
15	Other assets (describe ACCRUED INCOME)	1,196.	2,414.	9,795.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,745,651.	12,066,064.	16,149,695.	
Liabilities	17	Accounts payable and accrued expenses		NONE	
	18	Grants payable		NONE	
	19	Deferred revenue		NONE	
	20	Loans from officers, directors, trustees, and other disqualified persons		NONE	
	21	Mortgages and other notes payable (attach schedule)		NONE	
	22	Other liabilities (describe)		NONE	
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	11,745,651.	12,066,064.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	11,745,651.	12,066,064.		
31	Total liabilities and net assets/fund balances (see instructions)	11,745,651.	12,066,064.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	11,745,651.
2	Enter amount from Part I, line 27a	326,443.
3	Other increases not included in line 2 (itemize) ROUNDDING	5.
4	Add lines 1, 2, and 3	12,072,099.
5	Decreases not included in line 2 (itemize) CARRYING VALUE ADJUSTMENT	6,035.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	12,066,064.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)

		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,691,859.		2,868,552.	823,307.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			823,307.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 823,307.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	723,370.	14,185,136.	0.050995
2011	653,143.	14,174,047.	0.046080
2010	591,099.	13,265,077.	0.044561
2009	482,162.	11,989,341.	0.040216
2008	274,052.	9,712,561.	0.028216
2 Total of line 1, column (d)			2 0.210068
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.042014
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 15,238,053.
5 Multiply line 4 by line 3			5 640,212.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,117.
7 Add lines 5 and 6			7 650,329.
8 Enter qualifying distributions from Part XII, line 4			8 677,996.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	10,117.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3	Add lines 1 and 2	10,117.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	NONE
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	10,117.
6	Credits/Payments	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	7,068.
b	Exempt foreign organizations - tax withheld at source	NONE
c	Tax paid with application for extension of time to file (Form 8868)	NONE
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	7,068.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	3,049.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	

Part VII-A Statements Regarding Activities			
		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c	Did the foundation file Form 1120-POL for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> SC		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of ATLANTIC TRUST COMPANY Telephone no (617) 357-9600
Located at 100 FEDERAL ST, 37TH FL, BOSTON, MA ZIP+4 02110
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) STMT 16. 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,470,105.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,470,105.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,470,105.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	232,052.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,238,053.
6	Minimum investment return. Enter 5% of line 5	6	761,903.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	761,903.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,117.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,117.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	751,786.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	751,786.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	751,786.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	677,996.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	677,996.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	10,117.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	667,879.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				751,786.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			662,786.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>677,996.</u>				
a Applied to 2012, but not more than line 2a			662,786.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				15,210.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				736,576.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs.

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year</p> <p>SEE STATEMENT 22</p>				663,200.
Total ▶ 3a				663,200.
<p>b Approved for future payment</p>				
Total ▶ 3b				

Schedule of Contributors

2013

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization	Employer identification number
THE LOWNDES FOUNDATION, INC	57-1027898

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE LOWNDES FOUNDATION, INC	Employer identification number 57-1027898
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TINDALL CORPORATION P.O. BOX 5042 SPARTANBURG, SC 29304	\$ 109,457.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust: **THE LOWNDES FOUNDATION, INC** Employer identification number: **57-1027898**

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	484,131.	541,001.		-56,870.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back				7 -56,870.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	3,169,937.	2,327,551.		842,386.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 37,791.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back				16 880,177.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

SN7093 976M 03/29/2014 11:24:58

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)			-56,870.
18	Net long-term gain or (loss):			
a	Total for year	18a		880,177.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a	19		823,307.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000	20	()
-----------	---	-----------	-----

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the smaller of the amount on line 21 or \$2,450	28	
29	Enter the smaller of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the smaller of line 21 or \$11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the smaller of line 32 or line 35	36	
37	Multiply line 36 by 15%	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	
41	Multiply line 40 by 20%	41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45	

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side) **THE LOWNDES FOUNDATION, INC**
 Social security number or taxpayer identification number **57-1027898**

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
1390	FORD MTR CO DEL COM	05/10/2011	01/07/2013	18,595.00	21,055.00			-2,460.00
585	WALGREEN CO COM	VAR	01/09/2013	22,456.00	18,450.00			4,006.00
17785.253	CRM MID CAP VALU INSTITUTIONAL	VAR	01/10/2013	563,615.00	498,000.00			65,615.00
117	KANSAS CITY SOUTHERN	VAR	01/18/2013	10,193.00	4,569.00			5,624.00
610.	ST JUDE MED INC COM	VAR	01/23/2013	24,190.00	24,066.00			124.00
384	REPUBLIC SVCS INC COM	11/10/2010	01/28/2013	12,252.00	10,968.00			1,284.00
550.	COACH INC COM	01/12/2010	01/30/2013	28,269.00	21,015.00			7,254.00
315	ABBVIE INC COM	VAR	02/08/2013	11,317.00	8,620.00			2,697.00
58555	232 PIMCO COMMODITY STRATEGY FUND INST #45	VAR	02/08/2013	395,248.00	412,321.00			-17,073.00
770	WILLIAMS COS INC COM	VAR	02/26/2013	25,775.00	17,936.00			7,839.00
435.	CME GROUP INC COM	VAR	02/28/2013	25,997.00	22,598.00			3,399.00
17.	GOOGLE INC CL A	VAR	03/05/2013	14,216.00	10,050.00			4,166.00
270	TARGET CORP COM	VAR	03/13/2013	18,087.00	14,482.00			3,605.00
255	NIKE INC CL B	VAR	04/05/2013	14,992.00	6,478.00			8,514.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE LOWNDES FOUNDATION, INC

57-1027898

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
181	AMERICAN TOWER CORPOR	VAR	04/17/2013	14,430.00	7,846.00			6,584.00
234	MOLEX INC COM	VAR	04/17/2013	6,391.00	5,270.00			1,121.00
97	SHIRE LIMITED AMERICAN SHARES	11/01/2006	04/17/2013	8,544.00	5,431.00			3,113.00
465.	LINEAR TECHNOLOGY COR	VAR	04/19/2013	16,043.00	12,339.00			3,704.00
220	HEINZ H J CO COM	VAR	04/23/2013	15,917.00	11,228.00			4,689.00
71.	MOLEX INC COM	06/24/2010	04/23/2013	1,852.00	1,409.00			443.00
479	MOLEX INC COM	06/24/2010	04/23/2013	12,503.00	9,504.00			2,999.00
225	NIKE INC CL B	VAR	04/30/2013	14,283.00	5,506.00			8,777.00
195	PEPSICO INC COM	06/03/2008	04/30/2013	16,070.00	13,089.00			2,981.00
145	MCDONALDS CORP COM	04/08/2011	05/08/2013	14,651.00	11,030.00			3,621.00
267.	WHITING PETE CORP NEW	VAR	05/20/2013	12,629.00	14,734.00			-2,105.00
420	ROSS STORES INC COM	VAR	05/21/2013	27,770.00	9,257.00			18,513.00
500.	WELLPOINT INC COM	VAR	05/21/2013	39,125.00	20,069.00			19,056.00
120	WHITING PETE CORP NEW	08/17/2010	05/21/2013	5,659.00	5,497.00			162.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
THE LOWNDES FOUNDATION, INC	57-1027898

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
267	HEINZ H J CO COM	VAR	05/24/2013	19,336.00	10,360.00			8,976.00
900	HEINZ H J CO COM	VAR	06/03/2013	65,168.00	31,828.00			33,340.00
950.	HEINZ H J CO COM	03/01/2012	06/10/2013	68,875.00	50,227.00			18,648.00
250.	LANDSTAR SYS INC COM	VAR	06/17/2013	13,177.00	10,614.00			2,563.00
250	AETNA INC NEW COM	VAR	07/02/2013	15,687.00	10,386.00			5,301.00
970	CISCO SYS INC COM	VAR	07/11/2013	25,041.00	21,600.00			3,441.00
425	WELLS FARGO & CO NEW	VAR	07/12/2013	18,091.00	12,662.00			5,429.00
83.	VF CORP COM	05/17/2012	07/16/2013	16,455.00	11,171.00			5,284.00
75	MALLINCKRODT PUB LTD C	08/01/2011	07/18/2013	31.00	26.00			5.00
875	MALLINCKRODT PUB LTD	03/01/2012	07/18/2013	37.00	32.00			5.00
108	MALLINCKRODT PUB LTD	VAR	07/29/2013	4,993.00	3,528.00			1,465.00
130.	ANSYS INC COM	02/04/2008	07/30/2013	10,131.00	4,783.00			5,348.00
255	DIGITAL RLTY TR INC C	VAR	07/30/2013	14,496.00	12,213.00			2,283.00
379	BMC SOFTWARE INC COM	VAR	08/02/2013	17,423.00	18,063.00			-640.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
THE LOWNDES FOUNDATION, INC	57-1027898

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	1025. FORD MTR CO DEL COM	VAR	08/08/2013	17,329.00	13,809.00			3,520.00
	470. SPECTRA ENERGY CORP C	VAR	08/08/2013	16,577.00	13,715.00			2,862.00
	235. UNITEDHEALTH GROUP IN	VAR	08/28/2013	16,884.00	7,187.00			9,697.00
	692. RIVERBED TECHNOLOGY I	06/24/2010	09/06/2013	10,460.00	9,891.00			569.00
	745. BMC SOFTWARE INC COM	VAR	09/11/2013	34,456.00	34,550.00			-94.00
	32 INTUITIVE SURGICAL INC	02/04/2008	09/11/2013	12,051.00	9,865.00			2,186.00
	.346 TORTOISE ENERGY CAP C	12/22/2008	09/18/2013	11.00	4.00			7.00
	145 ROCKWOOD HLDGS INC CO	VAR	10/02/2013	9,657.00	3,390.00			6,267.00
	292 ADVANCE AUTO PTS INC	VAR	10/09/2013	23,563.00	10,844.00			12,719.00
	185 APACHE CORP COM	VAR	10/28/2013	16,724.00	17,449.00			-725.00
	705. SPECTRA ENERGY CORP C	05/26/2010	10/28/2013	25,180.00	13,899.00			11,281.00
	14. MSC INDL DIRECT INC CL	05/06/2010	10/30/2013	1,131.00	737.00			394.00
	170. MSC INDL DIRECT INC C	05/06/2010	10/30/2013	13,602.00	8,945.00			4,657.00
	129 QEP RES INC COM	11/01/2006	11/12/2013	4,159.00	3,469.00			690.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE LOWNDES FOUNDATION, INC

57-1027898

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
3	QEP RES INC COM	11/01/2006	11/12/2013	98.00	81.00			17.00
8	QEP RES INC COM	11/01/2006	11/12/2013	260.00	215.00			45.00
34	QEP RES INC COM	11/01/2006	11/12/2013	1,093.00	914.00			179.00
191	QEP RES INC COM	VAR	11/13/2013	6,247.00	4,339.00			1,908.00
3	QEP RES INC COM	04/15/2009	11/13/2013	99.00	62.00			37.00
315.	ABBOTT LABORATORIES C	VAR	12/04/2013	11,734.00	7,949.00			3,785.00
175.	ALLIANCE DATA SYSTEMS	03/01/2012	12/04/2013	42,076.00	21,398.00			20,678.00
1250	AMERISOURCEBERGEN CO	VAR	12/04/2013	86,559.00	30,083.00			56,476.00
160	APACHE CORP COM	04/09/2012	12/04/2013	14,394.00	15,185.00			-791.00
105	APPLE INC COM	VAR	12/04/2013	59,188.00	41,988.00			17,200.00
715	CISCO SYS INC COM	VAR	12/04/2013	15,120.00	17,592.00			-2,472.00
25	CITIGROUP INC COM NEW	04/06/2011	12/04/2013	1,300.00	1,139.00			161.00
350	COGNIZANT TECH SOLUTI	08/25/2009	12/04/2013	32,650.00	12,366.00			20,284.00
470	DANAHER CORP COM	04/09/2012	12/04/2013	34,533.00	25,781.00			8,752.00

2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE LOWNDES FOUNDATION, INC

57-1027898

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
427	DAVITA HEALTHCARE PAR	VAR	12/04/2013	24,604.00	13,407.00			11,197.00
71.	DAVITA HEALTHCARE PART	VAR	12/04/2013	4,117.00	1,584.00			2,533.00
1495	E M C CORP MASS COM	VAR	12/04/2013	35,327.00	36,016.00			-689.00
615	EXPRESS SCRIPTS HLDG	VAR	12/04/2013	40,979.00	34,741.00			6,238.00
35	GOOGLE INC CL A	VAR	12/04/2013	36,991.00	20,154.00			16,837.00
89.	INTERNATIONAL BUSINESS COM	04/15/2009	12/04/2013	15,615.00	8,678.00			6,937.00
310	JPMORGAN CHASE & CO C	VAR	12/04/2013	17,698.00	13,693.00			4,005.00
100	MASTERCARD INC CL A	04/15/2009	12/04/2013	74,844.00	16,288.00			58,556.00
550	MCKESSON CORP COM	VAR	12/04/2013	89,610.00	32,671.00			56,939.00
1410	MICROSOFT CORP COM	VAR	12/04/2013	54,570.00	38,927.00			15,643.00
25.	NETAPP INC COM	03/01/2012	12/04/2013	1,012.00	1,075.00			-63.00
620.	NIKE INC CL B	04/09/2012	12/04/2013	48,734.00	34,326.00			14,408.00
245.	PRAXAIR INC COM	03/01/2012	12/04/2013	30,175.00	26,817.00			3,358.00
150	PRECISION CASTPARTS C	03/01/2012	12/04/2013	38,051.00	25,304.00			12,747.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE LOWNDES FOUNDATION, INC

57-1027898

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
1778.	QEP RES INC COM	VAR	12/04/2013	56,579.00	47,925.00			8,654.00
860	ROSS STORES INC COM	04/30/2009	12/04/2013	62,146.00	16,346.00			45,800.00
600	STARBUCKS CORP COM	02/09/2010	12/04/2013	47,763.00	13,262.00			34,501.00
535.	TARGET CORP COM	03/01/2012	12/04/2013	33,555.00	30,211.00			3,344.00
210	UNION PAC CORP COM	VAR	12/04/2013	33,799.00	21,022.00			12,777.00
245	UNITED TECHNOLOGIES C	04/09/2012	12/04/2013	26,632.00	19,730.00			6,902.00
455	UNITEDHEALTH GROUP IN	VAR	12/04/2013	33,318.00	12,732.00			20,586.00
125	VF CORP COM	04/09/2012	12/04/2013	29,084.00	18,679.00			10,405.00
140.	WALGREEN CO COM	05/11/2010	12/04/2013	8,062.00	5,070.00			2,992.00
695.	WELLS FARGO & CO NEW	04/09/2012	12/04/2013	30,315.00	23,442.00			6,873.00
650.	WILLIAMS COS INC COM	VAR	12/04/2013	23,809.00	20,006.00			3,803.00
495	ACCENTURE PLC CLASS A SHARES	04/15/2009	12/04/2013	37,529.00	13,598.00			23,931.00
345	COVIDIEN PLC SHS	03/01/2012	12/04/2013	23,049.00	16,444.00			6,605.00
96	MALLINCKRODT PUB LTD C	03/01/2012	12/04/2013	4,960.00	3,507.00			1,453.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES COM	176.	176.
ABBVIE INC COM	126.	126.
ADVANCE AUTO PTS INC COM	70.	70.
AETNA INC NEW COM	1,389.	1,389.
ALTERA CORP COM	405.	405.
AMERICAN TOWER CORPORATION	366.	366.
AMERISOURCEBERGEN CORP COM	1,501.	1,501.
AMERIPRISE FINL INC COM	782.	782.
AMETEK INC NEW COM	223.	223.
AMPHENOL CORP CL A	177.	177.
ANADARKO PETE CORP COM	681.	681.
APACHE CORP COM	885.	885.
APPLE INC COM	5,416.	5,416.
AUTOMATIC DATA PROCESSING INC COM	2,836.	2,836.
AVALONBAY CMNTYS INC COM	195.	195.
BANK OF AMERICA CORP COM	96.	96.
BLACKROCK INC COM	981.	981.
BOEING CO COM	837.	837.
BROWN FORMAN CORP CL B	399.	399.
CVS CAREMARK CORP COM	774.	774.
CABOT OIL & GAS CORP COM	21.	21.
CAPITAL ONE FINL CORP COM	729.	729.
CELANESE CORP DEL COM SER A	251.	251.
CHURCH & DWIGHT INC COM	520.	520.
CISCO SYS INC COM	2,238.	2,238.
CITIGROUP INC COM NEW	47.	47.
COMCAST CORP CL A	987.	987.
DANAHER CORP COM	149.	149.
DICKS SPORTING GOODS INC OC-COM	320.	320.
DIGITAL RLTY TR INC COM	438.	438.
DOVER CORP COM	422.	422.
DREYFUS EMERGING MARKETS DEBT LOCAL CURR	14,044.	14,044.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
E M C CORP MASS COM	967.	967.
EQT CORP COM	50.	50.
FMC CORP COM NEW	219.	219.
FIDELITY NATL INFORMATION SVCS INC COM	1,089.	1,089.
FIDUCIARY / CLAYMORE MLP OPPORTUNITY FD	9,756.	9,120.
JP MORGAN MID CAP VALUE FUND CL I #758	5,623.	5,623.
FLUOR CORP NEW COM	160.	160.
FOOT LOCKER INC COM	485.	485.
FORD MTR CO DEL COM PAR \$0.01	308.	308.
FRANKLIN HIGH INCOME FUND - AD #605	31,567.	31,567.
FREEMPORT-MCMORAN COPPER & GOLD INC CL B	3,090.	3,090.
GAMESTOP CORP NEW CL A	651.	651.
GENERAL ELEC CO COM	2,618.	2,618.
GRAINGER W W INC COM	539.	539.
HARBOR INTERNATIONAL FUND INST #2011	13,108.	13,108.
HEALTHSOUTH CORP COM NEW	163.	163.
HEINZ H J CO COM	1,204.	1,204.
HUBBELL INC CL B	65.	65.
HUMANA INC COM	266.	266.
IVA INTERNATIONAL FUND CLASS I	10,325.	10,325.
INTERCONTINENTALEXCHANGE GROUP INC COM	98.	98.
INTERNATIONAL BUSINESS MACHS CORP COM	329.	329.
INTERNATIONAL FLAVORS & FRAGRANCES INC C	145.	145.
JPMORGAN CHASE & CO COM	3,386.	3,386.
JOHNSON & JOHNSON COM	1,515.	1,515.
JONES LANG LASALLE INC COM	74.	74.
KANSAS CITY SOUTHERN COM	162.	162.
KELLOGG CO COM	253.	253.
KINDER MORGAN INC DEL COM	2,122.	2,122.
LAZARD EMERGING MARKETS EQUITY PORT - IN	16,542.	16,542.
MSC INDL DIRECT INC CL A	110.	110.
MARATHON OIL CORP COM	181.	181.
MARRIOTT INTERNATIONAL CL A	429.	429.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MASTERCARD INC CL A	210.	210.
MATTHEWS PACIFIC TIGER FUND- IS #102	7,231.	7,231.
MCDONALDS CORP COM	1,672.	1,672.
MCKESSON CORP COM	681.	681.
MERCK & CO INC NEW COM	2,036.	2,036.
MICROSOFT CORP COM	4,186.	4,186.
MICROCHIP TECHNOLOGY INC COM	1,418.	
MOLEX INC COM	172.	172.
NETAPP INC COM	309.	309.
NIKE INC CL B	491.	491.
NOBLE ENERGY INC COM	201.	201.
ORACLE CORP COM	910.	910.
PG&E CORP COM	1,522.	1,522.
PEPSICO INC COM	979.	979.
PERRIGO CO COM	12.	12.
PETSMART INC COM	277.	277.
PIONEER NAT RES CO COM	17.	17.
POLARIS INDS INC COM	81.	81.
PRAXAIR INC COM	2,664.	2,664.
PRECISION CASTPARTS CORP COM	27.	27.
PRICE T ROWE GROUP INC COM	544.	544.
QEP RES INC COM	164.	164.
RANGE RESOURCES CORP COM	21.	21.
REPUBLIC SVCS INC COM	1,341.	1,341.
RESMED INC COM	382.	382.
RIDGEWORTH CLASSIC SEIX FLOATING RATE HI	16,041.	16,041.
ROCKWOOD HLDGS INC COM	1,007.	
ROPER INDS INC NEW COM	138.	138.
ROSS STORES INC COM	833.	833.
ST JUDE MED INC COM	140.	140.
SHIRE LIMITED AMERICAN DEPOSITARY SHARES	200.	200.
INVESCO SHORT TERM LIQUID ASSET FUND	979.	979.
SIMON PPTY GROUP INC NEW COM	580.	580.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SPECTRA ENERGY CORP COM	1,075.	1,075.
STARBUCKS CORP COM	534.	534.
STRYKER CORP COM	784.	784.
TJX COS INC NEW COM	500.	500.
TARGET CORP COM	2,763.	2,763.
TIMKEN CO COM	356.	356.
TORTOISE ENERGY CAP CORP COM	10,456.	10,456.
TRACTOR SUPPLY CO COM	207.	207.
TRIUMPH GROUP INC NEW COM	64.	64.
US BANCORP DEL COM NEW	996.	996.
UNION PAC CORP COM	1,502.	1,502.
UNITED TECHNOLOGIES CORP COM	3,001.	3,001.
UNITEDHEALTH GROUP INC COM	2,005.	2,005.
VF CORP COM	1,506.	1,506.
ANGEL OAK MULTI-STRATEGY INCOME FUND - I	8,738.	8,738.
VISA INC COM CL A	320.	320.
WALGREEN CO COM	1,446.	1,446.
WELLPOINT INC COM	188.	188.
WELLS FARGO & CO NEW COM	3,707.	3,707.
WHIRLPOOL CORP COM	416.	416.
WILLIAMS COS INC COM	4,303.	4,303.
ACCENTURE PLC CLASS A ORDINARY SHARES	861.	861.
COVIDIEN PLC SHS	1,382.	1,382.
AVAGO TECHNOLOGIES LTD SHS	581.	581.
TOTAL	241,237.	238,176.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TRUSTEE/EXECUTOR FEES-PRINCIPA	59,184.	44,388.	14,796.
TOTALS	59,184.	44,388.	14,796.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	3,298.	
FEDERAL ESTIMATES - PRINCIPAL	7,068.	
FOREIGN TAXES ON QUALIFIED FOR	4,291.	4,291.
FOREIGN TAXES ON NONQUALIFIED	1,051.	1,051.
TOTALS	15,708.	5,342.
	=====	=====

THE LOWNDES FOUNDATION, INC

57-1027898

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER EXPENSES	109,466.	9.
TOTALS	109,466.	9.
	=====	=====

57-1027898

THE LOWNDES FOUNDATION, INC
FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ABBOTT LABORATORIES		
ACCENTURE PLC CLASS A	92,582.	149,595.
AETNA INC NEW COM	91,420.	101,926.
ANADARKO PETE CORP	70,435.	136,146.
AUTOMATIC DATA PROCESSING INC	73,657.	83,035.
BANK OF AMERICA CORP COM	53,362.	96,039.
CHECK POINT SOFTWARE TECH	58,381.	67,896.
CISCO SYS INC		
CME GROUP INC COM		
COMCAST CORP CL A	54,671.	102,683.
CVS CAREMARK CORP COM	61,808.	91,967.
DANAHER CORP COM	66,605.	116,572.
EQT CORP COM	31,537.	55,484.
EXPRESS SCRIPTS INC COM	94,649.	163,519.
FIDELITY NATL INFORMATION SVCS	41,003.	81,701.
FISERV INC COM	96,350.	184,354.
GENERAL ELEC CO COM	148,885.	143,233.
HEINZ H J CO COM		
INTERNATIONAL BUSINESS MACHS		
JPMORGAN CHASE & CO COM	82,345.	127,486.
MERCK & CO INC NEW COM	61,446.	88,038.
NIKE INC CL B		
ORACLE CORP COM	93,988.	164,977.
PEPSICO INC COM	36,039.	43,378.
PG&E CORP COM	51,974.	50,390.
PRAXAIR INC COM	75,585.	112,476.
STRYKER CORP COM	57,628.	83,405.
TARGET CORP COM	61,161.	72,887.
UNITED TECHNOLOGIES CORP COM	78,037.	127,684.

THE LOWNDES FOUNDATION, INC

57-1027898

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VF CORP COM	28,620.	70,569.
WALGREEN CO COM	34,820.	62,322.
WELLS FARGO & CO NEW COM	66,508.	105,555.
WILLIAMS COS INC COM	64,579.	97,004.
FIDUCIARY/CLAYMORE MLP OPPORT	52,311.	152,760.
LAZARD EMERGING MARKETS	675,000.	716,003.
MATTHEWS PACIFIC TIGER FD CL I	608,892.	768,936.
PIMCO COMMODITY REALRETURN		
TORTOISE ENERGY CAP CORP COM	49,599.	206,087.
ADVANCE AUTO PTS INC COM		
ALTERA CORP COM	14,877.	26,301.
AMERICAN TOWER CORP CL A	8,298.	23,148.
AMETEK INC NEW COM	14,608.	49,036.
ANSYS INC COM	10,697.	29,386.
AUTOZONE INC COM	18,751.	69,301.
BED BATH BEYOND INC COM	21,000.	41,515.
BROWN FORMAN CORP CL B	12,971.	28,565.
CABOT OIL & GAS CORP	18,449.	19,923.
CHURCH & DWIGHT INC COM	13,787.	30,754.
COGNIZANT TECH SOLUTIONS CRP	21,805.	68,666.
DAVITA INC COM		
DICKS SPORTING GOODS INC	16,578.	37,126.
DIGITAL RLTY TR INC COM		
DOLLAR TREE INC COM	10,058.	45,475.
DOVER CORP COM	11,816.	28,093.
EQUINIX INC COM NEW	7,894.	24,843.
FLUOR CORP NEW COM	16,191.	26,737.
GAMESTOP CORP NEW CL A	14,495.	29,162.
GRAINGER W W INC COM	12,038.	38,313.

THE LOWNDES FOUNDATION, INC
 FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HUMANA INC COM	15,679.	25,908.
INTERCONTINENTALEXCHANGE INC	11,312.	33,738.
INTUITIVE SURGICAL INC COM NEW	5,878.	14,979.
JONES LANG LASALLE INC COM	5,497.	17,304.
LANDSTAR SYS INC COM		
LINER TECHNOLOGY CORP COM	19,937.	33,115.
MARRIOTT INTERNATIONAL CL A	9,876.	42,125.
MCKESSON CORP COM	24,578.	44,840.
MICROCHIP TECHNOLOGY INC COM	12,265.	29,036.
MOHAWK INDS INC COM	12,095.	38,339.
PETSMART INC COM	4,937.	21,005.
PRECISION CASTPARTS CORP COM	16,574.	29,990.
PRICE T ROWE GROUP INC COM	8,851.	34,953.
ROCKWOOD HLDGS INC COM	20,908.	44,378.
ROPER INDS INC NEW COM	13,180.	42,104.
SHIRE LIMITED AMERICAN DEP		
ST JUDE MED INC COM		
STERICYCLE INC COM	10,276.	28,578.
TJX COS INC NEW COM	67,754.	100,948.
AMERISOURCEBERGEN CORP COM	17,842.	34,100.
APPLE INC COM	78,021.	198,601.
BLACKROCK INC COM	44,531.	68,358.
BMC SOFTWARE INC COM		
E M C CORP MASS COM	57,187.	84,001.
GOOGLE INC CL A	60,301.	136,727.
JOHNSON & JOHNSON COM	66,999.	80,141.
MASTERCARD INC CL A		
MICROSOFT CORP COM	68,727.	108,676.
ROSS STORES INC COM	29,613.	35,592.

THE LOWNDES FOUNDATION, INC

57-1027898

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNION PAC CORP COM	32,662.	71,400.
UNITEDHEATHLH GROUP INC COM	29,666.	100,902.
WELLPOINT INC COM		
APACHE CORP COM	71,972.	72,705.
ALLIANCE DATA SYSTEMS CORP	44,571.	182,999.
AMPHENOL CORP CL A	19,512.	33,799.
AVAGO TECHNOLOGIES LTD SHS	15,267.	34,900.
CELANESE CORP DEL COM SER A	15,759.	26,438.
CONCHO RES INC COM	11,711.	26,028.
DISCOVERY COMMUNICATNS NEW	14,134.	36,060.
KANSAS CITY SOUTHERN COM	8,798.	31,081.
MOLEX INC COM		
MSC INDL DIRECT INC CL A		
PANERA BREAD CO CL A	12,581.	27,387.
QEP RES INC COM		
RIVERBED TECHNOLOGY INC COM		
SKYWORKS SOLUTIONS INC COM	18,641.	24,133.
TRIUMPH GROUP INC NEW COM	17,405.	30,580.
WHITING PETE CORP NEW COM		
STARBUCKS CORP COM		
CITRIX SYS INC COM	78,337.	79,379.
COACH INC COM		
CAPITAL ONE FINL CORP COM	71,538.	93,081.
VISA INC COM CL A	37,695.	75,711.
SPECTRA ENERGY CORP COM		
REPUBLIC SVCS INC COM	57,548.	64,275.
AMERIPRISE FINL INC COM	20,795.	44,754.
CITIGROUP INC COM NEW	50,477.	59,510.
COVIDIEN PLC SHS	57,594.	88,530.

57-1027898

THE LOWNDES FOUNDATION, INC
FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CRM MID CAP VALUE FD INST.	15,276.	30,637.
FMC CORP COM NEW		
FORD MTR CO DEL COM PAR	73,127.	80,952.
FREEMPT-MORGAN COPPER & GOLD	18,332.	30,188.
HEALTHSOUTH CORP COM NEW	62,444.	72,287.
MCDONALDS CORP COM	39,418.	41,346.
NETAPP INC COM	15,517.	25,064.
NOBLE ENERGY INC COM	8,400.	11,213.
RANGE RESOURCES CORP COM	13,564.	20,738.
SALLY BEAUTY HLDGS INC	22,867.	38,362.
SBA COMMUNICATIONS CORP COM	17,952.	21,312.
TIMKEN CO COM	18,967.	25,839.
AUTONATION INC COM	20,269.	30,067.
CARDTRONICS INC COM	19,661.	28,762.
CATAMARAN CORP COM	10,046.	18,189.
CHARTER COMMUNICATION INC DEL	83,403.	102,511.
CROWN HLDGS INC COM	19,526.	25,776.
FOOT LOCKER INC COM	12,200.	14,603.
IHS INC CL A	68,225.	73,440.
KINDER MORGAN INC DEL COM	24,801.	41,209.
MEDNAX INC COM	7,616.	35,783.
MONSTER BEVERAGES CORP COM	22,059.	39,023.
PIONEER NAT RES CO	24,947.	26,459.
RESMED INC COM	67,209.	77,366.
US BANCORP DEL COM NEW	27,754.	40,339.
VANTIV INC CL A	20,788.	29,115.
WEX INC COM	20,407.	30,588.
WHIRLPOOL CORP COM	18,031.	32,739.
TRACTOR SUPPLY CO		

57-1027898

THE LOWNDES FOUNDATION, INC
FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALKERMES PLC SHS	12,725.	16,386.
AVALONBAY CMNTYS INC COM	34,831.	30,740.
BERRY PLASTICS GROUP INC	17,272.	24,171.
BOEING CO COM	67,092.	98,273.
DIRECTV COM	48,562.	61,463.
DISNEY WALT CO COM	75,555.	87,478.
DOLLAR GEN CORP NEW COM	69,311.	85,654.
EPAM SYS INC COM	24,752.	25,506.
HARBOR INTERNATIONAL FUND	550,000.	590,265.
HOME DEPOT INC COM	92,362.	97,161.
HUBBELL INC CL B	13,707.	14,157.
INTERNATIONAL FLAVORS & FRAG	16,241.	17,024.
IVA INTERNATIONAL FUND CL I	356,745.	368,894.
JP MORGAN MID CAP VALUE FD CL	262,676.	319,100.
KELLOGG CO COM	50,199.	50,383.
LKQ CORP COM	14,279.	18,029.
MAINSTAY MARKETFIELD FUND CL	350,000.	356,938.
MARATHON OIL CORP COM	78,687.	76,778.
MEDIVATION INC COM	14,132.	14,551.
NXP SEMICONDUCTORS N V COM	27,253.	33,345.
POLARIS INDS INC COM	24,356.	28,254.
REGENERON PHARMACEUTICALS	10,551.	16,514.
SIMON PPTY GROUP INC NEW	70,983.	69,537.
TEAM HEALTH HOLDINGS INC	25,111.	33,297.
TERADATA CORP DEL COM	43,288.	40,486.
TOTALS	7,951,147.	11,389,930.

57-1027898

THE LOWNDES FOUNDATION, INC
FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DREYFUS EMERGING MARKETS	498,649.	489,301.
FRANKLIN HIGH INCOME FUND	350,000.	486,171.
ANGEL OAK MULTI-STRAT INC FD	200,214.	195,023.
RIDGEWORTH CLASSIC SEIX FLOATI	400,000.	406,020.
TOTALS	1,448,863.	1,576,515.

THE LOWNDES FOUNDATION, INC

57-1027898

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
NORTH AMERICAN COMPANY LIFE	C	909,994.	909,994.
LIGHTHOUSE GLOBAL OFFSHORE FUN	C	750,000.	962,046.
KING STREET CAPITAL LTD	C	500,000.	797,769.
TOTALS		2,159,994.	2,669,809.

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
=====

N/A

RECIPIENT NAME:
MERCATUS CENTER
ADDRESS:
AT GEORGE MASON UNIVERSITY
ARLINGTON, VA 22201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
THE INDEPENDENT INSTITUTE
ADDRESS:
100 SWAN WAY
OAKLAND, CA 94621-1428
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 50,100.

RECIPIENT NAME:
STATE POLICY NETWORK
ADDRESS:
1655 NORTH FORT MYER DRIVE
ARLINGTON, VA 22209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
U.S. TERM LIMITS FOUNDATION
ADDRESS:
9900 MAIN STREET, SUITE 303
FAIRFAX, VA 22031
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
ATLAS ECONOMIC RESEARCH FOUNDATION
ADDRESS:
1201 L STREET NW
WASHINGTON, DC 20005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
FREEDOMWORKS FOUNDATION
ADDRESS:
400 NORTH CAPITAL NW, SUITE 765
WASHINGTON, DC 20001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 13,000.

RECIPIENT NAME:
INSTITUTE FOR JUSTICE
ADDRESS:
901 N. GLEBE ROAD
ARLINGTON, VA 22203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
HERITAGE FOUNDATION
ADDRESS:
MEMBERSHIP OFFICE
WASHINGTON, DC 20002-4999
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
FOUNDATION FOR ECONOMIC
EDUCATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:
HILLSDALE COLLEGE
ADDRESS:
33 EAST COLLEGE STREET
HILLSDALE, MI 49242-9989
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
CATO INSTITUTE
ADDRESS:
1000 MASSACHUSETTS AVENUE, NW
WASHINGTON, DC 20001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 70,000.

RECIPIENT NAME:
STUDENTS FOR LIBERTY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
AMERICAN ENTEPRISE INSTITUTE
ADDRESS:
1150 17TH STREET NW
WASHINTON, DC 20036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 35,100.

RECIPIENT NAME:
THE LUDWIG VON MISES INSTITUTE
ADDRESS:
518 W. MAGNOLIA AVENUE
AUBURN, AL 36830-4528
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
S.C. POLICY COUNCIL
ADDRESS:
1323 PENDLETON STREET
COLUMBIA, SC 29201
AMOUNT OF GRANT PAID 150,000.

RECIPIENT NAME:
S.C. PUBLIC INTEREST FOUNDATION
ADDRESS:
P.O. BOX 25999
GREENVILLE, SC 29616
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

THE CLEMSON INSTITUTE
ADDRESS:
FOR THE STUDY OF CAPITALISM
CLEMSON, SC 29634-1310

AMOUNT OF GRANT PAID 25,000.

TOTAL GRANTS PAID: 663,200.
=====